Case 23-13359-VFP Doc 2991 Filed 04/23/24 Entered 04/23/24 12:29:10 Desc Main Document Page 1 of 19

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY		
In Re:		
Bed Bath and Beyond Inc., et. al.,	Case No.:	23-13359 (VFP)
	Chapter:	11
Debtors	-	Jointly Administered

			Jointly Administered
NOTICE O	F RECEIPT OF LETT] TER REQUEST	ING RELIEF
TO: The Author of the Atta	ached Letter		
This will confirm that on			•
via email (copy attached, with court. Please be advised that y formal motion or a complaint to	ou must file with the Cou	rt and serve on the	appropriate parties either a
deadline that may apply. The C package is being forwarded to			
the Court's web site, www.njb.			16. 1846
the clerk's office for copies.			
The Court will not take any ac pleading with the Clerk and s		3.5.1	
You should strongly consider seek. In this regard, please no its Debtor Affiliates (the "Plat 2023 and the Plan became effidentifying information has befor your personal information separate motion.	ote that the Second Amend n") was confirmed by an G fective on September 29, 2 een redacted from your let	ded Joint Plan of E Order of this Court 2023. Further, plea tter as a courtesy to	Bed Bath & Beyond Inc. and t entered on September 14, ase note that your personally o you. If you do not wish
Dated: April 23, 2024		Jeanne A. Nau	ghton, Clerk

rev.1/4/17



The Honorable Vincent Papalia United States Bankruptcy Court District of New Jersey 50 Walnut St #3017 Newark, NJ 07102

Martha R. Hildebrandt, Esq. Fran B. Steele, Esq. Alexandria Nikolinos, Esq. Office of the United States Trustee One Newark Center 1085 Raymond Boulevard, Suite 2100 Newark, NJ 07102

In re Bed Bath and Beyond, Inc. et al. Chapter 11 Case No. 23-13359

Dear Honorable Judge Papalia and US Trustees,

I am writing this letter to formally request a reconsideration of the treatment of the prepetition equity shareholders' class, including myself, in the current Bed Bath and Beyond Chapter 11 Bankruptcy. While the currently approved Plan and Disclosure agreement declares a 0% rate of recovery for our class, I believe there are several reasons why our interests are not being adequately represented, and why the Plan should be modified to provide a more equitable treatment. Due to the fast-moving nature of this case and the debtors attempts to expedite the bankruptcy process at every turn, as well as the complexity of the restructuring process, it has made it challenging for individual investors like myself to fully comprehend our rights and the procedures involved. As a result, we may not have had a complete understanding of the implications of the Plan's impact on our class, nor the opportunity to voice our concerns effectively. For example, I do not believe I adequately understood the third party release and what the implications of cancelling the equity had meant for me as an individual investor. It was my understanding (as well as a substantial amount of members of the BBB retail investing community) from researching a handful of other Chapter 11 Restructurings that in order for NEW equity was issued that the original security needed to be cancelled before new parent equity distribution could occur. Afterall, it is a Chapter 11, NOT Chapter 7...

I have invested a significant portion of my family's net worth into \$BBBY from Q2 2022 and continued to substantially increase my position all the way through bankruptcy - as was the case with countless other retail investors. Without ability to afford representation – either individually or as a group – shareholders were not adequately made aware of what was or wasn't being asked for. It was a common understanding from the many in the community that everything we heard from Sue Gove was extremely reassuring – on an interview with eToro a week before declaring bankruptcy she stated THREE times: 'with 360 top performing Bed Bath & Beyond stores and 120 top performing buybuyBABY stores we have the ability to not only have our most profitable stores, but the best geographic presence as well and ultimately to give our customer the optimal omni-experience that they want.' As another example, during the Day One Motion Holly Etlin stated that the NOL Motion was in the "best interests" of the Debtors' estates, their creditors, and all other parties of interest, and will enable the Debtors to continue to operate their business – does that not also include us, the existing shareholders?

There are many concerns from household investors that the debtor intentionally devalued the company, its stock price, valuation of assets, and protections for their shareholders. I am worried that there were potential violations of fiduciary duties and it should be noted that even the officers of the company lacked any significant insider equity holdings and it is alarming that many individual household investors far surpassed the holdings of the appointed directors and representatives - who were supposed to be acting on their behalf.

I believe there are several factors that have not been given due consideration in the current version of Plan and do not adequately protect us:

Substantial misrepresentation of common stock owned by household investors (retail shareholders):

 On May 5th 2023, docket 219 was entered into the court as representation of the "current equity shareholder list" for the Company. By solely relying on this, it would appear that there was immaterial household investor presence in the stock. According to this docket, there was 776.4m shares held in the name of Cede & Co, and only 4.97m were represented by 2,479 individually named investors, an average of 2k/shareholder. This is *immensely* misleading as household investors *predominantly do not directly register their shares* (by default) with the Company's Transfer Agent as they are held with brokerages in *street name*. All brokers roll-up under Cede & Co Fast Account in that docket (Depository Trust Company).

- Throughout the duration of the Ch11 proceedings, retail investors continued to buy and hold the common stock in massive quantities all the way to cancellation. Many household investors had been invested in the Company throughout 2022 and were continuing to exponentially increase their holdings in comparison to their original positions with the intent of reducing their cost basis. For example, I personally was not even included on the original list, however I directly registered 250 thousand shares in my family's names during bankruptcy, prior to their cancellation and removal.
- Multiple community-wide shareholder surveys have been crowdsourced that reflect substantial retail holdings of the Company:
 - A survey conducted on reddit (with positions being manually verified by the organizer) showed through August
 2023 114.1m shares were held by 2,009 individuals, an average of 57k/shareholder. This represents only a small portion of the household investing community as many people do not use that social media platform.
 - Based on a "\$BBBYQ position as of share cancellation survey" started only 1 month ago, there have been 52m shares reportedly held by a mere 453 individuals, an average of 113k/shareholder. The most recent version of that survey is located here: https://twitter.com/147Aurora/status/1775215410859663454

Suspicious trading activity:

• A member of the community has created an extensive analysis of the market activity relating to the stock. There are numerous extremely alarming revelations relating to severe malpractices and gross negligence by that of market makers, the underwriter of the share offerings, and Regulators. The analysis includes an in depth look at 'failure to delivers', short volume, off exchange trading, pervasive abuse of the option chain to skirt settlement and delivery obligations, and other data points that elude to significantly more shares being in-existence than there should be. That member of the community has made the Plan Admin (Mr. Goldberg) aware of his findings and will soon be publishing his data analysis to the court, the community, and submitting formal complaints to the SEC, FINRA, and DOJ.

Significant undervaluation of assets:

- Net Operating Losses are considered an extremely valuable asset because they can provide useful tax benefits to an acquiring company. ANY pre-existing/similar retail business would receive significant benefit from these pre-tax benefits, and the increased book value alone would mean they would have a significant interest in preserving the NOLs, and by extension the shareholders of the existing company (due to the Section 382(I)(5) bankruptcy exception pertaining to NOL preservation).
 - Docket 568, the initial BBB Statement of Financials, show the Company had \$1.64B in NOLs. This is before anything 2023 related – which would substantially increase that figure.
 - Furthermore, we know that Deloitte and Alvarez & Marsal billed about 350 hours and over \$130k worth of fees for time spent assessing prior year financials and tax returns. These fees were billed all the way through September, and we were never made aware of how many additional Net Operating Losses could have been substantiated from that work being done.
- In addition to the reasons above, we recent found out per Docket 2906 that the Plan Administrator has: "retained counsel to investigate and prosecute Non-Released Claims under the Plan such as Preference Actions, the Shipping and Gouging Claims, the Securities Claims, potential claims against directors and officers and other potential claims" indicating that there will likely be additional recoveries coming into the Debtor's estate.
 - O Docket 568 indicated that there were at least thirteen claims of Demurrage, Detention, and Shortfall that were 'undetermined'. We have since found post plan confirmation that just TWO of those now have a minimum estimated recovery of \$350m.
 - Not only are these potentially extremely valuable recoveries that will be made by the estate, it is relevant to underline how impactful this was for the business leading up to the event of default that took place in January 2023... CEO Sue Gove had stated that they expect 'historic' inventory levels leading up to Winter of 2022, which we later found out was not the case at all. The stores were unable to offer customers adequate inventory which severely impacted sales, relationships with vendors, and perception of the company. The damages caused by these shipping companies directly impacted the Company's performance and my investment and I believe I should be included if damages are received from them.
- The core business's primary assets garnered a *meager* ~\$38m of proceeds relating to the Intellectual Properties of Harmon (\$200k), BuyBuyBaby (\$15.5m), and Bed Bath and Beyond (\$21.5m). The Company's senior notes were specifically tied to BuyBuyBaby, but no debt was transferred within any of these asset sales.
 - The company financials could easily show there was a sustainable operating model underneath and a company that had over-expanded. As Holly Etlin explains in her Day One motions, BBB's Legal Entity structure was incredibly burdensome on the hundreds of locations and banners that were a success.

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- o For example, we now know there are now 11 brand new buybuyBABY stores setup in PREMIER LOCATIONS that will no-doubt be very profitable for the new management (Dream on Me & outside capital)... This inexplicitly *did not* include any consideration of shareholders from the original company. BuyBuyBaby is/was the *crown jewel* and the primary reason for me investing in the company the fact it was sold for such an immaterial amount while being free and clear from all debt obligations *at the expense of the shareholders* is a gross oversight.
- Arguably the most valuable asset Brand Recognition was not marketed or monetized consistent with a "value maximizing" restructuring. There is deep value from having a lifelong legacy of brand recognition and massive interest from household investors (many now in their 30s-40s) who grew-up in the era of the Company's prominence. Now more than ever, our generation prefers to shop at retailers that align with our values not with mega corporations such as Amazon, Target, and Walmart.

Professional fee statement activity:

- Based on the information in the fee statements that have been billed to the estate, there have been hundreds of hours
 billed performing due diligence to ensure this was a value maximizing restructuring for all stakeholders. How can all these
 activities occur, but not involve shareholder any path for recovery?
 - Assessing and revising prior year reported financials, tax returns, adjustments of NOLs, establishing revised book returns of various subsidiaries and states, analyzing prior year forecasts, capital allocations, and sales of individual subsidiaries.
 - Examining executive and company compensation, performance awards, etc compared to peer companies dating back to 2020. Analysis of seven guideline public companies for estimating enterprise value, precedent transactions, and future financial projections.
 - There were 83 hours billed by Alix Partners, Cole Schotz, Kirkland & Ellis, and PSZJ for a 341 meeting that was represented by creditors only.
 - There were 30 hours billed talking about Section 1145 and a "rights offering". If securities were issued under a bankruptcy reorganization plan that were exempt from registration, none of those conditions were disclosed to the pre-petition shareholders.

Improprieties between certain creditors:

• According to docket 218, the US Trustee's appointment of the Committee of Unsecured Creditors included: The Bank of NY Mellon, Ryder Integrated Logistics, Intersoft Data Labs, Shark Ninja Operating LLC, and others. None of these creditors has any relationship or interest in ensuring shareholders' interests are protected and to the contrary have open claims filed against the company. Despite this, in the Final Plan & Disclosure agreement we read an extremely alarming excerpt that states that there was "stakeholder consensus" and a path provided for potential recovery. This is factually inaccurate given shareholders were not represented in any of these meetings and are currently set to receive 0%.

Given the significant financial interests at stake, it is imperative that the rights of all stakeholders, *including prepetition equity shareholders*, are safeguarded and that our concerns are thoroughly evaluated. I respectfully request that the Debtor's estate, Plan Administrator, and its advisors revisit the treatment of our class in the Plan & Disclosure agreement and consider modifications that would provide a more equitable distribution of recoveries.

As I understand it, according to 11 U.S.C. § 1102(a)(2) of the United States Bankruptcy Code: "On request of a party in interest, the court may order the appointment of additional committees of creditors or of equity security holders if necessary to assure adequate representation of creditors or of equity security holders. The United States trustee shall appoint any such committee." Based on the information provided above, I believe I have highlighted the significant undervaluation of assets, misrepresentation of shareholder holdings, among other concerns. I would respectfully request an extension of the current deadlines and discovery be granted because shareholders have been underinformed throughout this Chapter 11 process and intentionally kept in the dark.

I am not a legal professional, and fear that I am unable to afford one to represent me in a case of such magnitude. I know hundreds of other household investors share my concerns. Please consider the immediate implementation of a Statutory Committee of Equity Shareholders so that household investors and their families are protected.

Thank you for your Sincerely.	time and consideration to this matter.
SHICETERY	

INSTRUCTIONS FOR PREPARING A MOTION

I. General Instructions

- a. The information in this document and the prompts contained in the attached motion package are not legal advice and are not a substitute for legal advice.
- b. A motion is a formal request for relief from the court. These instructions and the prompts contained in the documents will help you prepare the motion. A "motion package" typically consists of four documents: 1) a Notice of Motion; 2) a Certification in Support of the Motion, including any Exhibits; 4) a Certification of Service; and 3) a proposed Order. (Some motions require the filing of a brief or memorandum of law where the litigant provides legal arguments setting forth why they believe they are entitled to the relief sought.). See Local Rule 9013-1 and 9013-3.
- c. When you submit your motion to the Clerk's Office, you must provide 1 original set of documents and 1 copy.
 - i. If you file the motion in person at the clerk's office, the copy will be given back to you marked "Filed."
 - ii. If you mail the motion to the Clerk's Office, you must include a self-addressed, stamped envelope for the return of your filed Motion.
- d. You may be required to pay a fee at the time of the filing of the motion. For a list of motions that require the payment of a fee, see the court's web site, www.njb.uscourts.gov/court-info/court-fees.
 - i. If you are required to pay a fee, payment must be in the form of certified check, money order, or attorney check. The Clerk's Office will not accept personal checks or cash. Registered efilers may make payment by credit card.
- e. You do not have to appear in court on the hearing date unless someone objects or responds to your motion. If a party objects or files a response and you do not appear at the hearing your motion may be denied. See Local Rule 9013-3.
- f. Complete the blank forms in this package by following the prompts.
- g. Hearing date: Each judge's hearing dates are available on the court's web site: http://www.njb.uscourts.gov/judges-info/hearing-dates. Generally, hearings on motions must be scheduled for at least 21 days after the date the motion is filed. Some motions must be scheduled for up to 30 days after the filed date of the motion. Each judge has guidelines regarding hearing dates on their web page. Paying attention to the guidelines will ensure that your motion is heard timely. See Local Rule 9013-2.
- h. Signatures: All documents must be signed and dated.

i. After the hearing on your motion, you will receive a copy of the order the judge signed in the mail (if you are the debtor, or debtor's attorney). If you are not the debtor or debtor's attorney, you will receive a notice in the mail that indicates an order has been entered. You may view and download a copy of the Order at www.pacer.gov. You may also view and print the order from the public access terminals in each clerk's office. There is a 10 cents per page fee for printing documents from the public terminals.

NOTE: If you do not have internet access, you may contact the clerk's office concerning filing fees and hearing dates. Please contact the office where the case in which you wish to file your motion is pending.

II. TERMS RELATED TO YOUR MOTION:

Motion: A formal request for relief filed with a court.

Notice of Motion: A "notice" to interested parties indicating that a request for relief has been filed. The Notice informs other litigants that if they object to the relief sought they must file an objection or response to the motion; it also includes the time within which the objection/response must be filed. The notice sets forth the hearing date, time and location.

Certification in Support of Motion: The Certification contains the facts that the filer believes the court needs to know to grant the motion. The Certification must be completed by someone with "personal knowledge" of the facts.

Service: The act of providing a copy of the filed stamped motion package to all parties who may have an interest in outcome of the motion. See Local Rule 9013-2.

Certification of Service: The filer must set forth in the Certification of Service the name and address of each party served, their relationship to the case, and the manner in which they were served. The Certification must be signed by the person who served the documents. See Local Rule 9013-2.

Proposed Order: The proposed order contains the relief the filer seeks. The judge will decide at the hearing whether to grant the filer's request for relief. If the relief is granted, the judge will sign the proposed order. See Local Rule 9013-4.

II. <u>RESOURCES:</u>

609-858-9333

Clerk's Office Locations and Contact Information:

U. S. Bankruptcy Court Clerk's Office U. S. Post Office and Courthouse 401 Market Street Camden, NJ 08101 609-361-2300

U. S. Bankruptcy Court Clerk's Office Clarkson S. Fisher U. S. Courthouse 402 East State Street Trenton, NJ 08608 U. S. Bankruptcy Court Clerk's Office Martin Luther King, Jr. Federal Building 50 Walnut Street Newark, NJ 07102 973-645-4764

United States Bankruptcy Court, District of New Jersey: www.njb.uscourts.gov

Local Rules for the U. S. Bankruptcy Court for the District of New Jersey:

www.njb.uscourts.gov/local-rules-and-orders

Pacer (To view documents in the court's electronic filing system): www.pacer.gov

Glossary of Legal Terms: http://www.uscourts.gov/glossary

Bankruptcy Basics: http://www.uscourts.gov/services-forms/bankruptcy/bankruptcy-basics

General Resources: http://www.njb.uscourts.gov/understanding-bankruptcy/resources

Register of Governmental Units: http://www.njb.uscourts.gov/content/register-governmental-units

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UNITED STATES BANKRUPTCY DISTRICT OF NEW JERSEY	Document Pa COURT	age 8 01 19	
Caption in Compliance with D.N.J. LBR 9 [Enter your name, address and telephone			
In Re: [Enter the debtor's name(s)]		Case No.: Chapter: Hearing Date: Judge:	[Enter the case number] [Enter the chapter; example: 13] [Enter the hearing date] [Enter the Judge's last name]
[Enter the relief sought] [Enter your name]	NOTICE OF MOTI		to [Enter the relief sought]
discuss them with your att have an attorney, you may	orney, if you have one wish to consult one). The court to grant this moment file with the clerk	in this bankrup tion, or if you wa at the address lis	ant the court to consider your sted below, a written
Hearing Date: Hearing Time: Hearing Location:	[Enter the date of the head [Enter the time of the head [Enter the location of the	ring]	
Courtroom Number:			

[Enter the courtroom number]

If you mail your response to the clerk for filing, you must mail it early enough so the court will receive it on or before 7 days prior to the hearing date.
You must also mail a copy of your response to:
[Enter the trustee's name and address]
[Enter the name and address of all other parties who will be affected by this motion]
If you, or your attorney, do not take the steps outlined above, the court may decide that you do not oppose the relief sought in the motion and may enter an order granting that relief.

Signature [Of the party seeking relief]

Date:

[Enter the date this document is signed]

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY		
Caption in Compliance with D.N.J. LBR 9004-1(b) [Enter your name, address and telephone number]		
[n Re: [Enter the debtor's name(s)]	Case No.: Chapter:	[Enter the case number]
	Hearing Date: Judge:	[Enter the chapter] [Enter the hearing date] [Enter the judge's last name]
CERTIFICATION OF[Enter the name of the person that he I, [Enter the name of the person that has person		
	, [Enter th	neir relationship to the case. For
example: debtor, creditor]		aptioned case, submits this
Certification in support of the Motion for [Ente		On [Enter the date the motion was
[Enter the facts on which you believe such separate numbered paragraph.]		

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senarat		relief should be granted. Each fact must be set forth in a
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separat	4. [Enter the facts on which you believe such e numbered paragraph.]	relief should be granted. Each fact must be set forth in a
separat	5. [Enter the facts on which you believe such e numbered paragraph.]	relief should be granted. Each fact must be set forth in a
	I certify under penalty of perjury that to	he above is true.
Date:	[Enter the date this document is signed]	Signature [Of the party with actual knowledge of the facts set forth above]

Doc 2991 Filed 04/23/24 Entered 04/23/24 12:29:10 Desc Main Case 23-13359-VFP Document Page 12 of 19 UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY Caption in Compliance with D.N.J. LBR 9004-1(b) [Enter your name, address and telephone number] Case No.: In Re: [Enter the case number] [Enter the debtor's name(s)] Chapter: [Enter the chapter; example: 13] Hearing Date: [Enter the hearing date] Judge: [Enter the Judge's last name] STATEMENT AS TO WHY NO BRIEF IS NECESSARY

In accordance with D.N.J. LBR 9013-1(a)(3), it is respectfully submitted that no brief is
necessary in the court's consideration of this motio	n, as it does not involve complex issues of
law.	
Date:	
[Enter date this document is signed]	Signature [Of party seeking relief]

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY		
Caption in Compliance with D.N.J. LBR 9004-1(b) [Enter your name, address and phone number]		
In Re: [Enter the debtor's name(s)]	Case No.: Chapter: Hearing Date: Judge:	[Enter the case number] [Enter the chapter of the case] [Enter the hearing date] [Enter the Judge's last name]
CERTIFICATIO 1. I,:	N OF SERVICE	
□ represent	in this mat	ter.
☐ am the secretary/paralegal for		, who represents
in thi	s matter.	
□ am the in th	nis case and am rep	resenting myself.
2. On [Enter the date you served the documents] following pleadings and/or documents to the p [Place a check next to each document you served]		
☐ Notice of Motion [Enter title of motion]		
☐ Certification in Support of Motion [Enter title	e of motion]	

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	Statement as to Why No Brief is Necessary	
□ F		of motion]
	I certify under penalty of perjury that the service indicated.	above documents were sent using the mode of
ate:	[Enter the date you signed this document]	Signature [Of the person who served the document

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Name and Address of Party Served	Relationship of	Mode of Service
	Party to the Case	
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Name and Address of Party Served	Relationship of Party to the Case	Mode of Service
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UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY		
Caption in Compliance with D.N.J. LBR 9004-1(b) [Enter your name, address and phone number]		
In Re: [Enter the debtor's name(s)]	Case No.:	[Enter the case number]
[Chapter:	[Enter the case number]
	Hearing Date:	[Enter the hearing date]
	Judge:	[Enter the Judge's last name]
ORDER GRANTING		
[Enter the relief sought]	1 1 (2)	
The relief set forth on the following pages,	numbered two (2)	through [enter the number of the las
page of this Order] is ORDERED .		
[Leave the rest of this page blank]		

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The Court having reviewed the movant's [Enter the title of the	motion]
, and any related resp	ponses or objections, it is
hereby	
ORDERED that:	
1. [Enter the relief sought or ordered by the Court at the hearing. Each item of numbered paragraph]	
2. [Enter the relief sought or ordered by the Court at the hearing. Each item of numbered paragraph]	
3. [Enter the relief sought or ordered by the Court at the hearing. Each item of numbered paragraph]	
4. [Enter the relief sought or ordered by the Court at the hearing. Each item of	
numbered paragraph]	•